

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Form 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934



Date of Report (Date of earliest event reported): September 23, 2024

**NEXTDECADE CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**001-36842**

(Commission File Number)

**46-5723951**

(I.R.S. Employer Identification No.)

**1000 Louisiana Street, Suite 3300**

**Houston, Texas**

(Address of principal executive offices)

**77002**

(Zip code)

Registrant's telephone number, including area code: **(713) 574-1880**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class:</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered:</b>
Common Stock, \$0.0001 par value	NEXT	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 23, 2024, NextDecade Corporation (the “Company”) received notice from Mr. Thibaud de Préval of his intent to resign from the Company's Board of Directors (the “Board”). Mr. de Préval was initially appointed to the Board in August 2023 pursuant to that certain Purchaser Rights Agreement between the Company and Global LNG North America Corp., an affiliate of TotalEnergies, dated as of June 14, 2023 (the “Purchaser Rights Agreement”). Mr. de Préval indicated that he would be resigning from the Board as a result of taking on a new position within TotalEnergies and not due to any disagreements with the Company on any matter relating to the Company's operations, policies or practices. Global LNG North America Corp. has informed the Company that it intends to designate a replacement director on the Company's Board in accordance with the Purchaser Rights Agreement in the near term, and Mr. de Préval resignation will be effective as of the date such replacement director is appointed to the Board.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 26, 2024

NEXTDECADE CORPORATION

By: /s/ Vera de Gyrfas

Name: Vera de Gyrfas

Title: General Counsel